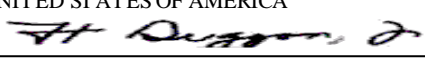


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE U		PAGE OF PAGES 1 9	
2. AMENDMENT/MODIFICATION NO. P00013		3. EFFECTIVE DATE 09-Dec-2014		4. REQUISITION/PURCHASE REQ. NO. SEE SCHEDULE		5. PROJECT NO.(If applicable)	
6. ISSUED BY NAVAL SEA LOGISTICS CENTER * 5450 CARLISLE PIKE P.O. BOX 2060 MECHANICSBURG PA 17055-0795		CODE N65726		7. ADMINISTERED BY (If other than item 6) DCMA MANASSAS 10500 BATTLEVIEW PARKWAY SUITE 200 MANASSAS VA 20109-2342		CODE S2404A	
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) MANTECH SYSTEMS ENGINEERING CORPORATION 12015 LEE JACKSON HWY FAIRFAX VA 22033-3300				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				X 10A. MOD. OF CONTRACT/ORDER NO. N00024-14-C-4110			
				X 10B. DATED (SEE ITEM 13) 16-May-2014			
CODE 2U954		FACILITY CODE					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. ACCOUNTING AND APPROPRIATION DATA (If required) See Schedule							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).							
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 43.103(a)(3)							
D. OTHER (Specify type of modification and authority)							
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) Modification Control Number: vihodgjd152313 For the purpose of electronic distribution, this signed modification by ██████████ dated 09 December 2014 agreeing to all terms and conditions contained herein, is incorporated by reference.							
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.							
15A. NAME AND TITLE OF SIGNER (Type or print)				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) FRANCIS X. DUGGAN / CONTRACT SPECIALIST TEL: 717-605-1481 EMAIL: francis.duggan@navy.mil			
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C. DATE SIGNED		16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 09-Dec-2014	

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

The following items are applicable to this modification:

1. THE PURPOSE OF THIS MODIFICATION IS TO REVISE THE SUBJECT ORDER AS FOLLOWS:

- A. CEILING ON SLIN 0001AG IS HEREBY DECREASED IN THE TOTAL CPFF AMOUNT BY \$2,133,843.21 FROM \$2,133,843.21 TO \$0.00. LABOR HOURS ON SLIN 0001AG ARE HEREBY DECREASED IN THE AMOUNT BY [REDACTED] FROM [REDACTED] TO [REDACTED] THIS CEILING AND LABOR HOURS ARE HEREBY MOVED TO INITIATE SLIN 0001CS, WHICH IS ADMINISTRATIVELY CREATED TO HOLD CEILING FOR THE OPTION PERIOD. SLIN 0001CS IS HEREBY ADDED TO THE SUBJECT ORDER AS FOLLOWS:

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CS			Man Hours	\$	\$2,133,843.21
OPTION	Labor - Option Period This SLIN is administratively created to hold ceiling for the option period. FOB: Destination CPFF				
ESTIMATED COST					\$
FIXED FEE					\$
TOTAL EST COST + FEE					\$2,133,843.21

- B. CEILING ON SLIN 0001BA IS HEREBY DECREASED IN THE TOTAL CPFF AMOUNT BY \$194,818.35 FROM \$622,682.79 TO \$427,864.44. LABOR HOURS ON SLIN 0001BA ARE HEREBY DECREASED IN THE AMOUNT BY [REDACTED] FROM [REDACTED] TO [REDACTED] THIS CEILING AND LABOR HOURS ARE HEREBY MOVED TO INITIATE SLINS 0001CT, 0001CU, 0001CV, 0001CW AND 0001CX.
- C. IN ORDER TO ACCOMMODATE THE FUNDING REQUIRED BY PARAGRAPH 1(B) ABOVE, FUNDING IS HEREBY ADDED TO THE SUBJECT ORDER UNDER SLINS 0001CT, 0001CU, 0001CV, 0001CW AND 0001CX AS SHOWN BELOW. THESE SLINS ARE FULLY FUNDED.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CT		█	Man Hours	\$█	\$48,824.24
	Labor - Option Period Provide Engineering, Maintenance, and Sustainment Support to the Navy Ship Maintenance and Logistics Support Information Systems (SMLIS) Program; OMN Funding FOB: Destination PURCHASE REQUEST NUMBER: 1300462123 CPFF				
ESTIMATED COST					\$█
FIXED FEE					\$█
TOTAL EST COST + FEE					\$48,824.24
	ACRN CP CIN: 130046212300001				\$26,800.00

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CU		██████	Man Hours	\$ ██████	\$42,000.00
	Labor - Option Period Provide Engineering, Maintenance, and Sustainment Support to the Navy Ship Maintenance and Logistics Support Information Systems (SMLIS) Program; OMN Funding FOB: Destination PURCHASE REQUEST NUMBER: 1300465107 CPFF				
ESTIMATED COST					\$ ██████
FIXED FEE					\$ ██████
TOTAL EST COST + FEE					\$42,000.00
	ACRN CQ CIN: 130046510700001				\$42,000.00

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CV			Man Hours	\$	\$23,491.94
	Labor - Option Period Provide Engineering, Maintenance, and Sustainment Support to the Navy Ship Maintenance and Logistics Support Information Systems (SMLIS) Program; OMN Funding FOB: Destination PURCHASE REQUEST NUMBER: 1300466203 CPFF				
ESTIMATED COST					\$
FIXED FEE					\$
TOTAL EST COST + FEE					\$23,491.94
	ACRN CR CIN: 130046620300001				\$19,342.36

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CW		██████	Man Hours	\$ ██████	\$20,242.63
	Labor - Option Period Provide Engineering, Maintenance, and Sustainment Support to the Navy Ship Maintenance and Logistics Support Information Systems (SMLIS) Program; OMN Funding FOB: Destination PURCHASE REQUEST NUMBER: 1300466261 CPFF				
ESTIMATED COST					\$ ██████
FIXED FEE					\$ ██████
TOTAL EST COST + FEE					\$20,242.63
	ACRN CS CIN: 130046626100001				\$16,667.00

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CX		██████	Man Hours	\$ ██████	\$60,259.54
	Labor - Option Period Provide Engineering, Maintenance, and Sustainment Support to the Navy Ship Maintenance and Logistics Support Information Systems (SMLIS) Program; WCF Funding FOB: Destination PURCHASE REQUEST NUMBER: 1300464478 CPFF				
ESTIMATED COST					\$ ██████
FIXED FEE					\$ ██████
TOTAL EST COST + FEE					\$60,259.54
	ACRN CT CIN: 130046447800001				\$43,000.00

- D. THE PERIOD OF PERFORMANCE (POP) FOR SLINS 0001CT AND 0001CX IS 09 DECEMBER 2014 TO 15 MAY 2015.
- E. THE POP FOR SLIN 0001CU IS 01 DECEMBER 2014 TO 15 MAY 2015. THIS POP IS ACCORDANCE WITH AN EMAIL SENT BY MR. FRANCIS DUGGAN, THE CONTRACTING OFFICER, TO THE VENDOR, █████ █████ OF MANTECH, AT 5:51 PM EASTERN STANDARD TIME ON 25 NOVEMBER, 2014.
- F. THE POP FOR SLIN 0001CV AND 0001CW IS 26 NOVEMBER 2014 TO 15 MAY 2015. THIS POP IS ACCORDANCE WITH AN EMAIL SENT BY MR. FRANCIS DUGGAN, THE CONTRACTING OFFICER, TO THE VENDOR, █████ █████ OF MANTECH, AT 12:06 PM EASTERN STANDARD TIME ON 26 NOVEMBER, 2014.
- G. CEILING ON SLIN 0001CS IS HEREBY DECREASED IN THE TOTAL CPFF AMOUNT BY \$579,343.00 FROM \$2,133,843.21 TO \$1,554,500.21. LABOR HOURS ON SLIN 0001CS ARE HEREBY DECREASED IN THE AMOUNT BY █████ FROM █████ TO █████ THIS CEILING AND LABOR HOURS ARE HEREBY MOVED TO INITIATE SLIN 0001CY.
- H. IN ORDER TO ACCOMMODATE THE FUNDING REQUIRED BY PARAGRAPH 1(H) ABOVE, FUNDING IS HEREBY ADDED TO THE SUBJECT ORDER UNDER SLIN 0001CY AS SHOWN BELOW. THIS SLIN IS FULLY FUNDED.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
CLIN Number 0001CY			Man Hours	\$	\$579,343.00
	Labor - Option Period Provide Engineering, Maintenance, and Sustainment Support to the Navy Ship Maintenance and Logistics Support Information Systems (SMLIS) Program; OMN Funding FOB: Destination PURCHASE REQUEST NUMBER: 1300464558 CPFF				
ESTIMATED COST					\$
FIXED FEE					\$
TOTAL EST COST + FEE					\$579,343.00
	ACRN CU CIN: 130046455800001				\$579,343.00

- I. THE POP FOR SLIN 0001CY IS 01 DECEMBER 2014 TO 15 MAY 2015. THIS POP IS ACCORDANCE WITH AN EMAIL SENT BY MR. FRANCIS DUGGAN, THE CONTRACTING OFFICER, TO THE VENDOR, ██████ OF MANTECH, AT 5:51 PM EASTERN STANDARD TIME ON 25 NOVEMBER, 2014
- J. NAVY MARINE CORPS ACQUISITION REGULATION SUPPLEMENT (NMCARS) CLAUSE 5252.232-9104, ALLOTMENT OF FUNDS (JAN 2008), IS HEREBY REVISED AS FOLLOWS:

5252.232-9104 ALLOTMENT OF FUNDS (JAN 2008)

(a) This contract is incrementally funded with respect to both cost and fee. The amount(s) presently available and allotted to this contract for payment of fee for incrementally funded contract line item number/contract subline item number (CLIN/SLIN), subject to the clause entitled "FIXED FEE" (FAR 52.216-8) or "INCENTIVE FEE" (FAR 52.216-10), as appropriate, is specified below. The amount(s) presently available and allotted to this contract for payment of cost for incrementally funded CLINs/SLINs is set forth below. As provided in the clause of this contract entitled "LIMITATION OF FUNDS" (FAR 52.232-22), the CLINs/SLINs covered thereby, and the period of performance for which it is estimated the allotted amount(s) will cover are as follows:

ITEM(S)	ALLOTTED TO COST	ALLOTTED TO FEE	ESTIMATED PERIOD OF PERFORMANCE
0001AH	\$ ██████	\$ ██████	5/23/2014-11/30/2014
0001AJ	\$ ██████	\$ ██████	6/11/2014-11/30/2014
0001AL	\$ ██████	\$ ██████	6/11/2014-11/30/2014
0001AM	\$ ██████	\$ ██████	6/11/2014-11/30/2014
0001AN	\$ ██████	\$ ██████	6/11/2014-11/30/2014
0001AP	\$ ██████	\$ ██████	6/11/2014-11/30/2014
0001AQ	\$ ██████	\$ ██████	6/26/2014-11/30/2014
0001AR	\$ ██████	\$ ██████	6/26/2014-11/30/2014
0001AS	\$ ██████	\$ ██████	6/26/2014-11/30/2014

0001AU	\$		\$	6/26/2014-11/30/2014
0001AV	\$		\$	6/26/2014-11/30/2014
0001AW	\$		\$	6/26/2014-11/30/2014
0001AX	\$		\$	6/26/2014-11/30/2014
0001AY	\$		\$	7/10/2014-11/30/2014
0001AZ	\$		\$	7/10/2014-11/30/2014
0001BB	\$		\$	7/10/2014-11/30/2014
0001BC	\$		\$	7/10/2014-11/30/2014
0001BD	\$		\$	7/10/2014-11/30/2014
0001BE	\$		\$	7/10/2014-11/30/2014
0001BF	\$		\$	7/10/2014-11/30/2014
0001BJ	\$		\$	7/30/2014-11/30/2014
0001BK	\$		\$	8/13/2014-11/30/2014
0001BL	\$		\$	8/13/2014-11/30/2014
0001BM	\$		\$	8/13/2014-11/30/2014
0001BN	\$		\$	8/13/2014-11/30/2014
0001BQ	\$		\$	8/13/2014-11/30/2014
0001BR	\$		\$	8/13/2014-11/30/2014
0001BS	\$		\$	8/13/2014-11/30/2014
0001BV	\$		\$	9/25/2014-11/30/2014
0001BX	\$		\$	9/25/2014-11/30/2014
0001BZ	\$		\$	10/8/2014-05/15/2015
0001CB	\$		\$	10/29/2014-05/15/2015
0001CC	\$		\$	10/29/2014-05/15/2015
0001CD	\$		\$	10/29/2014-12/31-2014
0001CE	\$		\$	10/29/2014-05/15/2015
0001CF	\$		\$	10/29/2014-05/15/2015
0001CH	\$		\$	11/25/2014-5/15/2015
0001CJ	\$		\$	11/25/2014-5/15/2015
0001CK	\$		\$	11/25/2014-5/15/2015
0001CL	\$		\$	11/25/2014-12/31/2014
0001CM	\$		\$	11/25/2014-5/15/2015
0001CN	\$		\$	11/25/2014-5/15/2015
0001CP	\$		\$	11/25/2014-5/15/2015
0001CQ	\$		\$	11/25/2014-5/15/2015
0001CT	\$		\$	12/09/2014-5/15/2015
0001CV	\$		\$	12/03/2014-5/15/2015
0001CW	\$		\$	12/05/2014-5/15/2015
0001CX	\$		\$	12/09/2014-5/15/2015

(b) The parties contemplate that the Government will allot additional amounts to this contract from time to time for the incrementally funded CLINs/SLINs by unilateral contract modification, and any such modification shall state separately the amount(s) allotted for cost, the amount(s) allotted for fee, the CLINs/SLINs covered thereby, and the period of performance which the amount(s) are expected to cover.

(c) CLINs/SLINs 0001AA, 0001AB, 0001AC, 0001AD, 0001AE, 0001AF, 0001AK, 0001AT, 0001BG, 0001BH, 0001BP, 0001BT, 0001BU, 0001BW, 0001BY, 0001CA, 0001CG, 0001CR, 0001CU, 0001CY, 0002AA, 0002AB, 0002AD, 0002AE, 0002AF, 0002AG, 0002AH, 0002AJ, 0002AK, 0002AL, 0002AM, 0002AN, 0002AP, 0002AQ, 0002AR, 0002AS, 0002AT, 0002AU, 0002BB and 0002BF are fully funded and performance under these CLINs/SLINs is subject to the clause of this contract entitled "LIMITATION OF COST" (FAR 52.232-20).

(d) The Contractor shall segregate costs for the performance of incrementally funded CLINs/SLINs from the costs of performance of fully funded CLINs/SLINs.

2. ALL OTHER TERMS AND CONDITIONS REMAIN THE SAME.

3. ACCOUNTING AND APPROPRIATION SUMMARY FOR THE PAYMENT OFFICE:

A. As a result of this modification, the total funded amount for this document was increased by \$727,152.36 from \$35,441,535.15 to \$36,168,687.51

B. The total cost of this contract was increased by \$579,343.00 from \$37,317,424.77 to \$37,896,767.77.

C. Funding on SUBCLIN 0001CT is initiated as follows:

ACRN: CP

CIN: 130046212300001

Acctng Data: 1751804 8B2B 252 V4R00 0 050120 2D 000000

Total: \$26,800.00

Cost Code: A00002591300

D. Funding on SUBCLIN 0001CU is initiated as follows:

ACRN: CQ

CIN: 130046510700001

Acctng Data: 1751804 9U3N 257 00023 0 050120 2D 000000

Total: \$42,000.00

Cost Code: A00002618058

E. Funding on SUBCLIN 0001CV is initiated as follows:

ACRN: CR

CIN: 130046620300001

Acctng Data: 1751804 9U3N 257 00023 0 050120 2D 000000

Total: \$19,342.36

Cost Code: A00002626755

F. Funding on SUBCLIN 0001CW is initiated as follows:

ACRN: CS

CIN: 130046626100001

Acctng Data: 1751804 8B5B 251 VU021 0 050120 2D 000000

Total: \$16,667.00

Cost Code: A00002627445

G. Funding on SUBCLIN 0001CX is initiated as follows:

ACRN: CT

CIN: 130046447800001

Acctng Data: 97X4930 NH6B 252 77777 0 050120 2F 000000

Total: \$43,000.00

Cost Code: A00002614139

H. Funding on SUBCLIN 0001CY is initiated as follows:

ACRN: CU
CIN: 130046455800001
Acctng Data: 1751804 9U3N 257 00023 0 050120 2D 000000
Total: \$579,343.00
Cost Code: A00002614953